

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000		
24) First Name (if individual):	MI:	Last Name:	Suffix:		
25) Entity Name (if not an individual): SBC Communications Inc.					
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston			
28) City: San Antonio		29) State: TX	30) Zip: 78205		
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257			
33) E-Mail Address: dwatts@corp.sbc.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne			MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communications Inc.					
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston			
38) City: San Antonio		39) State: TX	40) Zip: 78205		
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257			
43) E-Mail Address: dwatts@corp.sbc.com					

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation					
45a) Taxpayer Identification Number:			45b) SGIN: 000		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Alloy LLC					
48) Name of Real Party in Interest:					49) TIN:
50) Attention To: Charles Featherstun					
51) P.O. Box:	And / Or	52) Street Address: 1155 Peachtree St., N.E., Ste. 1700			
53) City: Atlanta		54) State: GA	55) Zip: 30309		
56) Telephone Number: (404)249-3855		57) FAX: (404)249-5664			
58) E-Mail Address: charles.featherstun@bellsouth.com					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles			MI:	Last Name: Featherstun	Suffix:
60) Company Name:					
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700			
63) City: Atlanta		64) State: GA	65) Zip: 30309		
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664			
68) E-Mail Address: charles.featherstun@bellsouth.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counsel			
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: **Wayne** MI: Last Name: **Watts** Suffix:

83) Title: **Secretary**

Signature: **Wayne Watts** 84) Date: **05/04/00**

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA279					
WLM755					
WLM756					
WLM757					
WLM758					
WLM759					
WLT273					
WML657					
WML659					
WMM652					
WMM653					
WMM654					
WMM848					
WMW612					

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560502.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/04/2000 at 02:20PM File Number: 0000117878
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): San Juan Cellular Telephone Company			
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Road, Suite 100A	
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141	
21) E-Mail Address: ka8805@txmail.sbc.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SBC Communications Inc.			
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston	
28) City: San Antonio	29) State: TX	30) Zip: 78205	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
33) E-Mail Address: dwatts@corp.sbc.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne			MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communications Inc.					
36) P.O. Box:		And / Or	37) Street Address: 175 East Houston		
38) City: San Antonio		39) State: TX		40) Zip: 78205	
41) Telephone Number: (210)351-3476			42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.sbc.com					

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation					
45a) Taxpayer Identification Number:			45b) SGIN: 000		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Alloy LLC					
48) Name of Real Party in Interest:				49) TIN:	
50) Attention To: Charles Featherstun					
51) P.O. Box:		And / Or	52) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
53) City: Atlanta		54) State: GA		55) Zip: 30309	
56) Telephone Number: (404)249-3855			57) FAX: (404)249-5664		
58) E-Mail Address: charles.featherstun@bellsouth.com					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles			MI:	Last Name: Featherstun	Suffix:
60) Company Name:					
61) P.O. Box:		And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
63) City: Atlanta		64) State: GA		65) Zip: 30309	
66) Telephone Number: (404)249-3855			67) FAX: (404)249-5664		
68) E-Mail Address: charles.featherstun@bellsouth.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counsel			
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne	MI:	Last Name: Watts	Suffix:
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83) Title: **Secretary**

Signature: Wayne Watts	84) Date: 05/04/00
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA785					
KNKQ241					
WMJ964					
WMK677					
WMK678					
WMK679					
WMK680					
WMK681					
WMK682					
WMK684					
WMK685					
WMK686					
WMK955					
WML265					
WML362					
WML384					
WMN257					
WMN258					
WMN259					
WMN627					
WMN637					
WMQ772					

WMQ820
WMQ965
WMR271
WMR272
WMR275
WMR385
WMR463
WMR802
WMR886
WMR951
WMR952
WMR953
WMR955
WMS294
WMS982
WMS983
WMS984
WMT290
WMT291
WMT384
WMT385
WMT430
WMT536
WMT537
WMT898
WMT899
WMV895
WMV979
WPJA586
WPJA707
WPJB296
WPJB307
WPJB308
WPJB356
WPJB357
WPJB367
WPJC220
WPJC221
WPJC357
WPJC685
WPJC686
WPJF794
WPJF795
WPNA647
WPNA648
WPNB414
WPNC696
WPNC697
WPNC968
WPND765

WPND766
WPND767
WPNF230
WPNF231
WPNF232
WPNG824
WPNG825
WPNG857
WPNG858
WPNH281
WPNH414
WPNL642
WPOL459
WPOM780
WPOS363
WPOS364
WPOT351

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560509.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/04/2000 at 01:51PM File Number: 0000118404
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): SBMS Cellular Telecommunications Bloomington, Inc.			
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Rd Ste 100A	
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141	
21) E-Mail Address: ka8805@txmail.sbc.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000		
24) First Name (if individual):	MI:	Last Name:	Suffix:		
25) Entity Name (if not an individual): SBC Communications Inc.					
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston			
28) City: San Antonio		29) State: TX	30) Zip: 78205		
31) Telephone Number: (210)351-3476			32) FAX: (210)351-3257		
33) E-Mail Address: dwatts@corp.sbc.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne			MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communications Inc.					
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston			
38) City: San Antonio		39) State: TX	40) Zip: 78205		
41) Telephone Number: (210)351-3476			42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.sbc.com					

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation					
45a) Taxpayer Identification Number:			45b) SGIN: 000		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Alloy LLC					
48) Name of Real Party in Interest:					49) TIN:
50) Attention To: Charles Featherstun					
51) P.O. Box:	And / Or	52) Street Address: 1155 Peachtree St., N.E., Ste. 1700			
53) City: Atlanta		54) State: GA	55) Zip: 30309		
56) Telephone Number: (404)249-3855			57) FAX: (404)249-5664		
58) E-Mail Address: charles.featherstun@bellsouth.com					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles			MI:	Last Name: Featherstun	Suffix:
60) Company Name:					
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700			
63) City: Atlanta		64) State: GA	65) Zip: 30309		
66) Telephone Number: (404)249-3855			67) FAX: (404)249-5664		
68) E-Mail Address: charles.featherstun@bellsouth.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counsel			
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne	MI:	Last Name: Watts	Suffix:
--------------------------	-----	-------------------------	---------

83) Title: **Secretary**

Signature: Wayne Watts	84) Date: 05/04/00
-------------------------------	---------------------------

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA792					

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560512.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/04/2000 at 02:32PM File Number: 0000118407
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): SBMS Cellular Telecommunications Springfield, Inc.			
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Rd Ste 100A	
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141	
21) E-Mail Address: ka8805@txmail.sbc.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SBC Communications Inc.			
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston	
28) City: San Antonio	29) State: TX	30) Zip: 78205	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
33) E-Mail Address: dwatts@corp.sbc.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne		MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communications Inc.				
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston		
38) City: San Antonio	39) State: TX	40) Zip: 78205		
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.sbc.com				

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation				
45a) Taxpayer Identification Number:		45b) SGIN: 000		
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than individual): Alloy LLC				
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To: Charles Featherstun				
51) P.O. Box:	And / Or	52) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
53) City: Atlanta	54) State: GA	55) Zip: 30309		
56) Telephone Number: (404)249-3855		57) FAX: (404)249-5664		
58) E-Mail Address: charles.featherstun@bellsouth.com				

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles		MI:	Last Name: Featherstun	Suffix:
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
63) City: Atlanta	64) State: GA	65) Zip: 30309		
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664		
68) E-Mail Address: charles.featherstun@bellsouth.com				

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counsel			
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: **Wayne** MI: Last Name: **Watts** Suffix:

83) Title: **Secretary**

Signature: **Wayne Watts** 84) Date: **05/04/00**

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA747					
WPOR554					
WPOR555					

**FCC Form 603
Schedule A**
**Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**

Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization
1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements
For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control
4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560517.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/04/2000 at 02:40PM File Number: 0000117792
----------------	-----------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is "Yes", is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): SNET Cellular Inc.			
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Road Ste 100A	
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141	
21) E-Mail Address: ka8805@txmail.sbc.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000		
24) First Name (if individual):	MI:	Last Name:	Suffix:		
25) Entity Name (if not an individual): SBC Communications Inc.					
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston			
28) City: San Antonio	29) State: TX		30) Zip: 78205		
31) Telephone Number: (210)351-3476			32) FAX: (210)351-3257		
33) E-Mail Address: dwatts@corp.sbc.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne			MI:	Last Name: Watts		Suffix:
35) Company Name: SBC Communications Inc.						
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston				
38) City: San Antonio	39) State: TX		40) Zip: 78205			
41) Telephone Number: (210)351-3476			42) FAX: (210)351-3257			
43) E-Mail Address: dwatts@corp.sbc.com						

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation						
45a) Taxpayer Identification Number:			45b) SGIN: 000			
46) First Name (if individual):	MI:	Last Name:		Suffix:		
47) Entity Name (if other than individual): Alloy LLC						
48) Name of Real Party in Interest:					49) TIN:	
50) Attention To: Charles Featherstun						
51) P.O. Box:	And / Or	52) Street Address: 1155 Peachtree St., N.E., Ste. 1700				
53) City: Atlanta	54) State: GA		55) Zip: 30309			
56) Telephone Number: (404)249-3855			57) FAX: (404)249-5664			
58) E-Mail Address: charles.featherstun@bellsouth.com						

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles			MI:	Last Name: Featherstun		Suffix:
60) Company Name:						
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700				
63) City: Atlanta	64) State: GA		65) Zip: 30309			
66) Telephone Number: (404)249-3855			67) FAX: (404)249-5664			
68) E-Mail Address: charles.featherstun@bellsouth.com						

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counsel			
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.			
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.			
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.			
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.			
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.			
82) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			
Signature: Wayne Watts		84) Date: 05/04/00	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA292					
KNKA345					
KNKN849					
WLL933					
WLN545					
WLN546					
WLN547					
WLN548					
WLN549					
WLN553					
WLN554					
WLN555					
WMK931					
WMK977					
WMQ675					
WMQ909					
WMR347					
WMR412					
WMR511					
WMS701					
WPJC587					
WPNN448					
WPNN449					
WPNN450					
WPNN451					
WPNN452					
WPON316					
WPON661					

**FCC Form 603
Schedule A**
**Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**

Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization
1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements
For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control
4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560521.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/04/2000 at 02:50PM File Number: 0000117799
----------------	-----------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Southwestern Bell Mobile Systems, Inc.			
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Rd Ste 100A	
16) City: Dallas	17) State: TX	18) Zip: 75252	
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141	
21) E-Mail Address: ka8805@txmail.sbc.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SBC Communications Inc.			
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston	
28) City: San Antonio	29) State: TX	30) Zip: 78205	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
33) E-Mail Address: dwatts@corp.sbc.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communications Inc.			
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston	
38) City: San Antonio	39) State: TX	40) Zip: 78205	
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.sbc.com			

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation			
45a) Taxpayer Identification Number:		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Alloy LLC			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Charles Featherstun			
51) P.O. Box:	And / Or	52) Street Address: 1155 Peachtree St., N.E., Ste. 1700	
53) City: Atlanta	54) State: GA	55) Zip: 30309	
56) Telephone Number: (404)249-3855		57) FAX: (404)249-5664	
58) E-Mail Address: charles.featherstun@bellsouth.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700	
63) City: Atlanta	64) State: GA	65) Zip: 30309	
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664	
68) E-Mail Address: charles.featherstun@bellsouth.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counsel			
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rod. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: **Wayne** MI: Last Name: **Watts** Suffix:

83) Title: **Secretary**

Signature: **Wayne Watts** 84) Date: **05/04/00**

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA226					
KNKN705					
WHO990					
WHO991					
WHO992					
WHO993					
WHO994					
WHO995					
WHO996					
WHO997					
WHO998					
WHO999					
WLA209					
WLA210					
WLA710					
WLK622					
WLL347					
WLL564					
WLL571					
WLM655					
WLN465					
WLN595					

WLN978
WLS757
WLS758
WLS759
WLS808
WLS809
WLS810
WLT354
WLT355
WLT356
WLT392
WLT477
WLT634
WLT927
WLT932
WLT933
WLU399
WLU536
WLU604
WLU778
WLU877
WLV727
WLV730
WLV732
WLV734
WLW293
WLW294
WLW295
WLW299
WLW607
WLW609
WMG767
WMG872
WMI761
WMI762
WMI793
WMJ824
WMK911
WML596
WML597
WML598
WML599
WML600
WML617
WML628
WMM416
WMN250
WMN265
WMN266
WMN299

WMN548
WMN863
WMN864
WMQ366
WMQ431
WMQ511
WMQ626
WMQ960
WMR314
WMR401
WMR402
WMR706
WMR748
WMR787
WMS215
WMS229
WMS273
WMS274
WMS275
WMS514
WMS718
WMS747
WMT258
WMT259
WMT275
WMT396
WMT440
WMV905
WMV928
WMV929
WMW212
WMW220
WMW226
WMW381
WMW409
WMW411
WMW537
WMW538
WMW610
WMW966
WMW967
WMW986
WPJA773
WPJA774
WPJB293
WPJB548
WPJC359
WPJC426
WPJC982
WPJD222

WPJD247
WPJD813
WPJE847
WPJF602
WPNB340
WPNB341
WPNB434
WPNB521
WPNC482
WPNC525
WPNC554
WPNC745
WPNE680
WPNE697
WPNG423
WPNG595
WPNG911
WPNG940
WPNG941
WPNL253
WPNL600
WPNL656
WPNL657
WPNN606
WPOL685
WPOM439
WPOM599
WPOM665
WPON695
WPOP542
WPOP579
WPOP921
WPOQ314
WPOQ659
WPOQ809
WPOQ828
WPOR623
WPOR730
WPOS304
WPOS396
WPOS884
WPOT353
WPOV615

**FCC Form 603
Schedule A**
**Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**

Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization
1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements
For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control
4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560526.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/04/2000 at 03:09PM File Number: 0000117805
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1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN: 003	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Southwestern Bell Mobile Systems, Inc.			
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Road, Ste 100A	
16) City: Dallas	17) State: TX	18) Zip: 75252	
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141	
21) E-Mail Address: ka8805@txmail.sbc.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SBC Communications Inc.			
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston	
28) City: San Antonio	29) State: TX	30) Zip: 78205	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
33) E-Mail Address: dwatts@corp.sbc.com			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne			MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communications Inc.					
36) P.O. Box:			And / Or	37) Street Address: 175 East Houston	
38) City: San Antonio			39) State: TX	40) Zip: 78205	
41) Telephone Number: (210)351-3476			42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.sbc.com					

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation					
45a) Taxpayer Identification Number:			45b) SGIN: 000		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than individual): Alloy LLC					
48) Name of Real Party in Interest:			49) TIN:		
50) Attention To: Charles Featherstun					
51) P.O. Box:			And / Or	52) Street Address: 1155 Peachtree St., N.E., Ste. 1700	
53) City: Atlanta			54) State: GA	55) Zip: 30309	
56) Telephone Number: (404)249-3855			57) FAX: (404)249-5664		
58) E-Mail Address: charles.featherstun@bellsouth.com					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles			MI:	Last Name: Featherstun	Suffix:
60) Company Name:					
61) P.O. Box:			And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700	
63) City: Atlanta			64) State: GA	65) Zip: 30309	
66) Telephone Number: (404)249-3855			67) FAX: (404)249-5664		
68) E-Mail Address: charles.featherstun@bellsouth.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counsel			
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.			
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.* *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.			
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.			
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(p), for the definition of "party to the application" as used in this certification.			
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.			
82) Typed or Printed Name of Party Authorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			
Signature: Wayne Watts		84) Date: 05/04/00	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA254					
KNKN328					
KNKN468					
WLA962					
WLA963					
WLA964					
WLA965					
WLC674					
WLC675					
WLM669					
WLU896					
WLU900					
WLV839					
WLV841					
WMK404					
WMK406					
WMK408					
WMK410					
WMK411					
WMK412					
WMK915					
WMK916					
WMM866					
WMM867					
WMQ233					
WMQ234					
WMS512					
WMT376					
WMT645					
WMT646					

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560531.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.